

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Definition

The Board of Directors is the corporate body composed of officers and directors elected as hereinafter provided.

Section 2. Composition

1. There shall be four officers: President, Vice President, Secretary, and Treasurer.
2. There shall be five Directors elected at large, one of who shall be designated for a recent graduate (to serve within 5 years post graduation) from a prelicensure RN program
3. Officers and directors are elected by the membership.

Section 3. Authority

The Board of Directors shall have the authority delegated to it by the Membership Assembly, including the duty and power of acting for the membership in the intervals between meetings of the Membership Assembly, and other duties and powers as defined in these bylaws.

Section 4. Accountability

The Board of Directors shall report and be accountable to the Membership Assembly.

Section 5. Responsibility

The Board of Directors shall:

1. Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
2. Provide for the implementation of the actions and directives of the Membership Assembly.
3. Establish policies and procedures for the transaction of business, coordination of association activities, and operation and maintenance of a state headquarters.
4. Adjust dues according to Article III, Section 7.2 of these bylaws.
5. Establish financial policies and procedures, adopt a budget, submit all books annually to a certified public accountant for audit, and present an annual financial statement to the Membership Assembly.
6. Grant, suspend or revoke organizational affiliate status in accordance with these bylaws.
7. Establish fees for organizational affiliates.
8. Establish policies and procedures for approving publications and other printed materials prior to their distribution.
9. Establish policies and procedures for the collection, analysis, and dissemination of information.
10. Establish policies and procedures for nominations and elections.
11. Maintain a consistent standard of equitable access to information about candidates from one year to the next.
12. Approve the creation and dissolution of committees as deemed necessary for the performance of duties of the association and define the purpose and authority of such committees.
13. Shall appoint expert panels/committees not elected as provided for in these bylaws and fill vacancies not otherwise provided for in these bylaws.
14. Establish fees for conventions and conferences, specified activities, and services.
15. Provide for ANA-Illinois liaison or representation at meetings of voluntary organizations and of public or governmental agencies.
16. Establish relationships and collaboration with Student Nurse Association of Illinois.
17. Control the use of the official ANA-Illinois logo and the procurement and sale of replicas thereof.
18. Report to the membership and report at each meeting of the Membership Assembly the business transacted by the Board of Directors during the preceding year.
19. Appoint, define the authority and responsibilities of, and annually review the performance of the Executive Director and management company in collaboration with the Illinois Nurses Foundation leadership.
20. Establish such policies and procedures and perform other duties as may be provided for elsewhere in these bylaws and by the Membership Assembly.

Section 6. Terms of Office

1. Officers and Directors shall be elected as follows by the membership to serve for two years or until their successors are elected: (President, Secretary and two Directors in odd numbered years; Vice President, Treasurer and three Directors in even numbered years.
2. No officer or Director shall serve more than two consecutive terms in the same office. An officer or Director who has served more than half a term shall be considered to have served a full term. No officer or Director shall serve more than eight years or four consecutive terms.

Section 7. Vacancies

In the event of a vacancy:

1. In the office of President, the Vice President shall become President for the remainder of the term.
2. In the office of another officer or Director, the Board of Directors shall fill the vacancy by appointment until the next election.

Section 8. Duties of Officers

1. The President shall serve as the official representative of the association and as its spokesperson on matters of association policy and positions, as the Chairperson of the Membership Assembly, the Board of Directors, and the Executive Committee of the Board of Directors; as an ex officio member of all committees except the Nominating Committee; and as a representative to the ANA Membership Assembly provided that the ballot reflects that the President will also serve ex officio in that capacity. Serve as a representative to the ANA Leadership Council or, if unable to attend, designate a representative who is a member.
2. The Vice President shall be responsible for the biennial review of the board policies, assume such duties as designated by the President and the Board of Directors and, in the absence of the President, shall assume the duties of that office.
3. The Secretary shall be accountable for recordkeeping and reporting of meetings of the Membership Assembly, the Board of Directors, and the Executive Committee of the Board of Directors.
4. The Treasurer shall be accountable for the fiscal affairs of ANA-Illinois and shall provide reports and interpretation of ANA-Illinois's financial condition to the Board of Directors, the Membership Assembly, and the membership. The treasurer shall be chairperson of the Finance Committee.
5. Members of the Board of Directors shall, upon expiration of their terms, surrender to the Executive Director all properties in their possession belonging to their respective office.
6. Officers and Directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws.

Section 9. Committees of the Board of Directors

1. Executive Committee
There shall be an Executive Committee of the Board of Directors composed of the officers: President, Vice President, Secretary, and Treasurer. This committee shall have all the powers of the Board of Directors to transact business between meetings in accordance with rules established by the Board of Directors. All transactions of this committee shall be reported at the next regular meeting of the Board of Directors.
2. Finance Committee
There shall be a Finance Committee consisting of three persons including the Treasurer (chair). This committee shall prepare the annual budget, review it periodically, and recommend revisions and advise the Board of Directors as to the expenditure and investment of all funds of the association.
3. The Board may appoint standing and ad hoc committees as needed.

Section 10. Executive Director

1. The Board of Directors shall delegate to the Executive Director the authority to manage the association according to policies established by the Membership Assembly and the Board of Directors.
2. The Executive Director shall be accountable to the Board of Directors.
3. The Executive Director shall employ, direct, promote, evaluate, and terminate staff of the association.

4. The Executive Director may represent the association and serve as spokesperson on matters of established policy and positions and shall represent ANA-Illinois at the ANA Membership Assembly as a non-voting representative, unless duly elected by the ANA-Illinois membership to serve as a representative.
5. The Executive Director shall serve as the Executive Director of the Illinois Nurses Foundation.
6. The Executive Director shall serve as a representative to the ANA Leadership Council, or if unable to attend, shall collaborate with the President to designate a representative.
7. The Executive Director may be an ex-officio member of all committees, as delegated by the Board of Directors.

Section 11. Meetings

1. Meetings of the Board of Directors shall be held at least quarterly. Special meetings of the Board of Directors may be called by the President or shall be called by the President upon written request of not less than four members of the Board of Directors.
2. Absence from two consecutive regular meetings of Board of Directors may be cause for declaring a vacancy in the position. Such vacancy shall be determined by majority of Board of Directors.
3. A majority of the Board, including the President or the Vice President shall constitute a quorum at any meeting of the Board.
4. Meetings may be conducted electronically or face-to-face.

Section 12. Conflict of Interest

To be eligible to serve on the Board of Directors, a member shall not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with ANA-Illinois.